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September 12, 2000

Secretary
Surface Transportation Board
1925 K Street N.W., Room 704
Washington, D.C. 20036
Attn: Recordation

RECORDATION NO. 17520-5555 FILED

SEP 13 '00 3-23 PM
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SURFACE TRANSPORTATION BOARD

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8, Twenty-Fourth Supplement)

Dear Madam:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Twenty-Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of September 5, 2000, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated September 5, 2000, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 5, 2000, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 5, 2000 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Twenty-Fourth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-A and 17520-B, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of The Bank of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Twenty-Fourth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Twenty-Fourth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Twenty-Fourth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Twenty-Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of September 5, 2000, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated September 5, 2000, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering various railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 5, 2000, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Twenty-Fourth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 5, 2000, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Fogel", with a long horizontal flourish extending to the right.

Richard A. Fogel

Enclosures

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
95	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9558-9573 ERCX 9575-9653

2. Railroad Car Net Lease Agreement, dated July 8, 1999, between Trinity Industries Leasing Company and Farmers Grain Dealers, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
22	5,161 cu. ft. Lo Covered Hopper Cars	TILX 515006-515027

RECORDATION# NO.

17520-SSSS

FILED

BILL OF SALE

(Series 8-24)

SEP 13 '00

3-23 PM

SURFACE TRANSPORTATION BOARD

THE BANK OF NEW YORK,
AS TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of September 9, 1991 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated September 5, 2000, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railroad cars (the "Trust Equipment") covered by the Railroad Car Net Lease Agreements as described on Exhibits A and B hereto, together with all right, title and interest of the Trustee in and to the existing lease or sublease in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Lease").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, the Bank of New York as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 11 day of September, 2000.

THE BANK OF NEW YORK

By:



Vice President

Attest:


Assistant Vice President

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

On this 11 day of September, 2000, before me personally appeared REMO J. REALE, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

My Commission Expires:

5/31/01

ROBERT SCHNECK
Notary Public, State of New York
No. 4746935
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires May 31, 2001

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated March 31, 1998, between Trinity Industries Leasing Company and AT Plastics Corporation, covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	6,221 cu. ft. Lo Covered Hopper Cars	TIMX 62000-62012 TIMX 62015-62019

2. Railroad Car Net Lease Agreement, dated March 31, 1998, between Trinity Industries Leasing Company and AT Plastics Inc., covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
27	6,221 cu. ft. Lo Covered Hopper Cars	TIMX 62013, 62014 TIMX 62020-62044

3. Railroad Car Lease Agreement, dated April 15, 1988, between Trinity Industries Leasing Company and Dow Chemical Company, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,850 cu. ft. Lo Covered Hopper Cars	TILX 58012

4. Railroad Car Lease Agreement, dated August 4, 1989, between Trinity Industries Leasing Company and Conoco, Inc., covering the following described railroad cars (Partial Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	23,589 Gal. 111A100W1 Tank Cars	TILX 260575-260593 TILX 260595, 260599 TILX 260600 TILX 260605-260607

(Exhibit A continued)

Series 8

5. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc., covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,589 Gal. 111A100W1 Tank Cars	TILX 260801-260804

6. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. (name changed to Phenolchemie), covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	23,589 Gal. 111A100W1 Tank Cars	TILX 260856, 260860 TILX 260862-260864

7. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. (name changed to Phenolchemie), covering the following described railroad cars (Rider 5):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	23,589 Gal. 111A100W1 Tank Cars	TILX 260865-260874

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

	<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1.	18 Hopper Cars	Lo	6,221 cu. ft.	TIMX 62000-62012 TIMX 62015-62019	05/98
2.	27 Hopper Cars	Lo	6,221 cu. ft.	TIMX 62013, 62014 TIMX 62020-62044	11/98
3.	1 Hopper Car	Lo	5,850 cu. ft.	TILX 58012	12/88
4.	25 Tank Cars	111A100W1	23,589 Gal.	TILX 260575-260593 TILX 260595, 260599 TILX 260600 TILX 260605-260607	01/91
5.	4 Tank Cars	111A100W1	23,589 Gal.	TILX 260801-260804	07/93
6.	5 Tank Cars	111A100W1	23,589 Gal.	TILX 260856, 260860 TILX 260862-260864	07/96
7.	10 Tank Cars	111A100W1	23,589 Gal.	TILX 260865-260874	07/96